

Company No. 4823611

THE COMPANIES ACTS 1985

COMPANY LIMITED BY SHARES



WRITTEN RESOLUTION
of
ALL 3 MEDIA GROUP LIMITED
(the "Company")

We, the undersigned, being all the members of the Company who would be entitled to attend and vote at a general meeting of the Company, hereby pass the following resolutions as written resolutions having effect as Special Resolutions in accordance with section 381A of the Companies Act 1985 and the Company's articles of association:

SPECIAL RESOLUTIONS

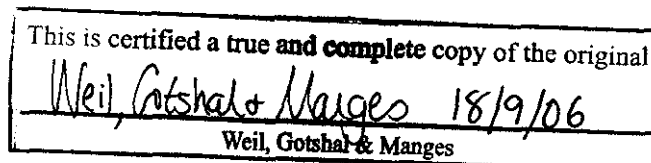
THAT, paragraph 3.24 of the memorandum of association of the Company be renumbered as 3.25 and that the following object be added to the memorandum of association of the Company at paragraph 3.24;

"to the extent that the same is permitted by law, to give financial assistance for the purpose of the acquisition of shares in the Company and/or in any company which is for the time being the Company's holding company and to give such assistance by any means permitted by law;"

THAT, the words set out in brackets of the second sentence of article 21.1 of the articles of association of the Company (being, for the avoidance of doubt, "(of whom at least one shall be an Investor Director")) be waived only in relation to the financial assistance white wash procedure in connection with the acquisition of the Company by Havana Bidco Limited; and

THAT, regulations 94 and 95 of Table A of the Companies Act 1985 (as incorporated by the Company in its articles of association) be waived only in relation to the financial assistance white wash procedure in connection with the acquisition of the Company by Havana Bidco Limited.

Date: 13 September 2006



10. The following is a list of the names of the persons who have been named in the above-mentioned affidavits as having been in the possession of the same at the time of the same being made.

11. The following is a list of the names of the persons who have been named in the above-mentioned affidavits as having been in the possession of the same at the time of the same being made.

SIGNED by)
as the duly authorised attorney of)
BRIDGEPOINT CAPITAL NOMINEES)
LIMITED (acting for itself and on behalf of)
BRIDGEPOINT EUROPE II 'A' LP,)
BRIDGEPOINT EUROPE II 'B' LP,)
BRIDGEPOINT EUROPE II 'C' LP,)
BRIDGEPOINT EUROPE II 'D' LP,)
BRIDGEPOINT EUROPE II 'E' LP,)
BRIDGEPOINT EUROPE II 'F' LP,)
BRIDGEPOINT EUROPE II 'G' LP, and)
BRIDGEPOINT EUROPE II GmbH &)
CO. KG))

SIGNED by)
THE JOHN PFEIL FAMILY TRUST)
acting by:)

JP Pfeil

JOHN PFEIL

SB Briggs

SHIRLEY BRIGGS

SIGNED by)
STEPHEN MORRISON)

SIGNED by)
JULES BURNS)

SIGNED by)
DAVID LIDDIMENT)

SIGNED by)
JOHN PFEIL)

SIGNED by)
SIR ROBERT PHILLIS)

SIGNED by)
as the duly authorised attorney of)
BRIDGEPOINT CAPITAL NOMINEES)
LIMITED (acting for itself and on behalf of)
BRIDGEPOINT EUROPE II 'A' LP,)
BRIDGEPOINT EUROPE II 'B' LP,)
BRIDGEPOINT EUROPE II 'C' LP,)
BRIDGEPOINT EUROPE II 'D' LP,)
BRIDGEPOINT EUROPE II 'E' LP,)
BRIDGEPOINT EUROPE II 'F' LP,)
BRIDGEPOINT EUROPE II 'G' LP, and)
BRIDGEPOINT EUROPE II GmbH &)
CO. KG))

SIGNED by)
THE JOHN PFEIL FAMILY TRUST)
acting by:)

John Pfeil
JOHN PFEIL

Shirley Briggs
SHIRLEY BRIGGS

SIGNED by)
STEPHEN MORRISON)

SIGNED by)
JULES BURNS)

SIGNED by)
DAVID LIDDIMENT)

SIGNED by)
JOHN PFEIL)

SIGNED by)
SIR ROBERT PHILLIS)

Stephen Morrison

Jules Burns

David Liddiment

John Pfeil

Sir Robert Phillis